

**CURTIS, MALLET-PREVOST,  
COLT & MOSLE LLP**

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Steven J. Reisman  
Theresa A. Foudy  
Maryann Gallagher

*Conflicts Counsel to the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----	)	
In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
-----	)	

**NOTICE OF SUPPLEMENTAL MATERIALS IN SUPPORT OF SECOND INTERIM  
FEE APPLICATION OF CURTIS, MALLET-PREVOST, COLT & MOSLE LLP, AS  
CONFLICTS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION**

**PLEASE TAKE NOTICE** that Curtis, Mallet-Prevost, Colt & Mosle LLP (“**Curtis**”), conflicts counsel for the debtors and debtors in possession (the “**Debtors**”) in the above-captioned Chapter 11 cases (the “**Chapter 11 Cases**”), hereby submits the attached Supplemental Materials (the “**Supplemental Materials**”) in support of its Second Interim Fee Application of Curtis, Mallet-Prevost, Colt & Mosle LLP as Conflict Counsel to the Debtors and Debtors in Possession for Allowance and Payment of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred From September 1, 2012 Through and Including December 31, 2012 [Docket No. 3209] (the “**Curtis Second Interim Application**”).

The Supplemental Materials are attached hereto as **Exhibit “A”** and are in redacted form in order protect certain privileged and confidential material. The chart attached to the Supplemental Materials was prepared and submitted to the Office of the United States Trustee (the “**U.S. Trustee**”) in an unredacted form in response to the Omnibus Objection of the United State Trustee Regarding Fee Applications for Second Interim Awards of Compensation and Reimbursement of Out-of-Pocket Expense [Docket No. 3310] (the “**Omnibus Objection**”) as it related to the Curtis Second Interim Application.

In the Omnibus Objection, the U.S. Trustee objected to fees in the total amount of \$39,115.50 for services performed by Curtis and requested in the Curtis Second Interim Application on the grounds that certain time entries (a) were vague because they either referred to “working group” or “Curtis team” or did not specifically identify certain conflict parties (representing billable time in the amount of \$36,399.50) or (b) involved review and revision of monthly fee statements (representing billable time in the amount of \$2,716.00).

Following submission of the chart attached to the Supplemental Materials to the U.S. Trustee and related discussions with the U.S. Trustee, and in order to fully resolve the Omnibus Objection as it relates to the Curtis Second Interim Application, Curtis agreed to reduce the fees it requested in the Curtis Second Interim Application by a total \$6,355.95. Based upon the submission of the Supplemental Materials and Curtis’ agreement to reduce the fees requested in the Curtis Second Interim Application by \$6,355.95, the Omnibus Objection as it relates to the Curtis Second Interim Application has been fully resolved.

*[Remainder of page intentionally left blank.]*

Upon resolving the Omnibus Objection with the U.S. Trustee as it related to the Curtis Second Interim Application, Curtis submitted the Supplemental Materials to Chambers in an unredacted form. At the request of Chambers, Curtis is filing the Supplemental Materials on the docket of the Chapter 11 Cases.

Respectfully submitted,

Dated: April 9, 2013  
New York, New York

By: /s/ Steven J. Reisman  
Steven J. Reisman  
Maryann Gallagher  
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COLT & MOSLE LLP**  
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mgallagher@curtis.com

*Conflicts Counsel for the Debtors and  
Debtors in Possession*

**Exhibit A**

**CURTIS, MALLET-PREVOST, COLT & MOSLE LLP**

ALMATY KUWAIT CITY  
ASHGABAT LONDON  
ASTANA MEXICO CITY  
BUENOS AIRES MILAN  
DUBAI MUSCAT  
FRANKFURT PARIS  
HOUSTON WASHINGTON, D.C.  
ISTANBUL

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April 8, 2013

**BY HAND DELIVERY**

The Honorable Martin Glenn  
United States Bankruptcy Judge  
United States Bankruptcy Court  
Southern District of New York  
One Bowling Green, 5<sup>th</sup> Floor  
New York, NY 10004

**Re: *In re Residential Capital, LLC, et al.***  
**Bankruptcy Case No. 12-12020 (MG)**

Dear Judge Glenn:

This firm is conflicts counsel for the debtors and debtors in possession (collectively, the "Debtors") in the above-referenced jointly administered Chapter 11 cases (the "Chapter 11 Cases").

As the Court is aware, the United States Trustee for Region 2 (the "US Trustee") in her Omnibus Objection of the United States Trustee Regarding Fee Applications for the Second Interim Awards of Compensation and Reimbursement of Out-of-Pocket Expenses [Docket No. 3310] (the "Omnibus Objection") objected to fees in the total amount of \$39,115.50 for services performed by Curtis, Mallet-Prevost, Colt & Mosle LLP ("Curtis") on behalf of the Debtors during the Second Interim Fee Period because certain time entries (a) were vague because they either referred to "working group" or "Curtis team" or did not specifically identify certain conflict parties (representing billable time in the amount of \$36,399.50) or (b) involved review and revision of monthly fee statements (representing billable time in the amount of \$2,716.00). The objectionable time entries submitted by Curtis were listed and marked by the US Trustee in Exhibit C to the Omnibus Objection.

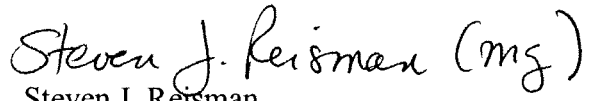
Following discussions with the US Trustee and in response to the Omnibus Objection, Curtis submitted to the US Trustee its original and corrected time entries on the chart enclosed with this letter. As a result of those discussions and in order to fully resolve the Omnibus Objection as it relates to Curtis, Curtis has agreed to reduce the fees it requested for services performed in the Second Interim Fee Period by a total \$6,355.95, consisting of reductions in the

amount of (i) \$3,639.95 for vague time entries and (ii) \$2,716 for fees associated with the review and revision of monthly fee statements.

We are mindful of the concerns raised by the Court and the US Trustee and we will endeavor to avoid any objections to our fee applications in the future. We hope that this resolution of the Omnibus Objection with the US Trustee is acceptable to Your Honor.

If Your Honor or a member of Your Honor's staff should have any questions or concerns with respect to the foregoing, please feel free to contact me at (212) 696-6065 or Maryann Gallagher at (212) 696-8881.

Respectfully submitted,

  
Steven J. Reisman

Enclosure

cc: Maryann Gallagher, Esq. (w/ enclosure, *Via* E-mail: mgallagher@curtis.com)  
(Curtis, Mallet-Prevost, Colt & Mosle LLP)  
Brian Masumoto, Esq. (w/ enclosure, *Via* E-mail: Brian.Masumoto@usdoj.gov)  
Michael Driscoll, Esq. (w/ enclosure, *Via* E-mail: Michael.Driscoll@usdoj.gov)  
Eric J. Small, Esq. (w/ enclosure, *Via* E-mail: eric.j.small@usdoj.gov)  
(Office of the United States Trustee for Region 2)  
Erica J. Richards, Esq. (w/ enclosure, *Via* E-mail: erichards@mofo.com)  
(Morrison & Foerster LLP)

**Segarra, Yvonne**

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**From:** Zimmer, James  
**Sent:** Monday, April 08, 2013 2:40 PM  
**To:** Segarra, Yvonne  
**Subject:** FW: In re Residential Capital, LLC, et al. - Curtis Response to U.S. Trustee Omnibus Objection to Second Interim Fee Applications

From: Driscoll, Michael (USTP)  
To: Reisman, Steven J.; 'eric.j.small@usdoj.gov' <'eric.j.small@usdoj.gov'>; 'Brian.Masumoto@usdoj.gov' <'Brian.Masumoto@usdoj.gov'>; 'Michael.Driscoll@usdoj.gov' <'Michael.Driscoll@usdoj.gov'>  
Cc: Gallagher, Maryann  
Sent: Fri Apr 05 17:11:29 2013  
Subject: RE: In re Residential Capital, LLC, et al. - Curtis Response to U.S. Trustee Omnibus Objection to Second Interim Fee Applications  
Steven and Maryann,

Thank you for the response. The \$6,355.95 is an acceptable reduction. Please contact Erica Richards at MoFo to let her know of the settlement. She is tracking it for Judge Glenn's chambers.

Sincerely,  
Mike Driscoll

Michael Driscoll  
Trial Attorney  
Office of the United States Trustee  
33 Whitehall Street, 21st Floor  
New York, NY 10004  
Direct: (212) 510-0538  
Fax: (212) 668-2255

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From: Reisman, Steven J. [mailto:sreisman@curtis.com]  
Sent: Thursday, April 04, 2013 12:00 PM  
To: 'eric.j.small@usdoj.gov'; 'Brian.Masumoto@usdoj.gov'; 'Michael.Driscoll@usdoj.gov'  
Cc: Gallagher, Maryann  
Subject: In re Residential Capital, LLC, et al. - Curtis Response to U.S. Trustee Omnibus Objection to Second Interim Fee Applications

Dear Brian, Michael and Eric,

As you are aware, Curtis, Mallet-Prevost, Colt & Mosle LLP ("Curtis") acts as conflicts counsel to Residential Capital, LLC and its debtor affiliates in their chapter 11 cases pending before Judge Glenn in the United States Bankruptcy Court for the Southern District of New York.

The United States Trustee for Region 2 (the "U.S. Trustee") in her *Omnibus Objection of the United States Trustee Regarding Fee Applications for the Second Interim Awards of Compensation and Reimbursement of Out-of-Pocket Expenses* [Docket No. 3310] (the "Omnibus Objection") objected to fees in the total amount of \$39,115.50 for services performed by Curtis during the Second Interim Fee Period because certain time entries (a) were vague because they referred to "working group" or "Curtis team" and/or failed to identify the conflict party or parties involved (representing billable time in the amount of \$36,399.50) or (b) involved review and revision of billing records (representing billable time in the amount of \$2,716). The objectionable time entries submitted by Curtis were listed and marked by the U.S. Trustee in Exhibit C to the Omnibus Objection. I write in response to the objections raised in the Omnibus Objection as they relate to Curtis.

In accordance with earlier discussions between Michael Driscoll from the office of the U.S. Trustee and my colleague, Maryann Gallagher, Curtis has corrected its vague time entries and submits for the U.S. Trustee's review the attached chart, which includes Curtis' original and corrected time entries. I understand that during Maryann's discussion with Mr. Driscoll about the Omnibus Objection, Mr. Driscoll indicated that if Curtis corrected its vague time entries, the US Trustee would be willing to resolve its Omnibus Objection with respect to Curtis for a reduction of 10% of the fees marked as vague (\$3,639.95), plus \$2,716 for fees associated with the review and revision of billing records, for a total reduction of the fees requested by Curtis in the amount of \$6,355.95.

Please confirm that a reduction by Curtis in the amount of \$6,355.95 for fees requested during the Second Interim Fee Period will fully resolve the US Trustee's Omnibus Objection as it relates to Curtis.

Please do not hesitate to contact me if you have any questions or concerns about any of the above, or the attached chart.

Thank you.

My best.

Steven

+++++

Steven J. Reisman, Esq.

**CURTIS, MALLET-PREVOST, COLT & MOSLE LLP**

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[Partner Profile](#)

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From: Gallagher, Maryann  
Sent: Thursday, March 28, 2013 12:20 PM  
To: 'Michael.Driscoll@usdoj.gov'  
Cc: 'eric.j.small@usdoj.gov'; 'Brian.Masumoto@usdoj.gov'; Reisman, Steven J.  
Subject: FW: ResCap - US Trustee objection to second interim fee applications

Michael,

As you are aware, Curtis is conflicts counsel to the Debtors in the chapter 11 cases of *In re Residential Capital, LLC, et al.* Per our phone call earlier this week, in response to the United States Trustee's objection to Curtis' second interim fee application, Curtis will be revising the entries marked as vague by your offices. We plan to submit to you a chart showing the original and revised entries by the middle of next week.

Thank you.

Best regards,

Maryann Gallagher

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**Maryann Gallagher**

Counsel

**CURTIS, MALLET-PREVOST, COLT & MOSLE LLP**

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**IN RE RESIDENTIAL CAPITAL, LLC, ET AL.**

United States Bankruptcy Court  
Southern District of New York  
Ch. 11 Case No. 12-12020 (MG)

**Curtis, Mallet-Prevost, Colt & Mosle LLP's  
Response to Omnibus Objection of the United States Trustee Regarding  
Fee Applications for Second Interim Awards of Compensation and Reimbursement of Out-of-Pocket Expenses**

The United States Trustee for Region 2 (the "US Trustee") in her Omnibus Objection of the United States Trustee Regarding Fee Applications for the Second Interim Awards of Compensation and Reimbursement of Out-of-Pocket Expenses [Docket No. 3310] (the "Omnibus Objection") objected to fees in the total amount of \$39,115.50 for services performed by Curtis, Mallet-Prevost, Colt & Mosle LLP ("Curtis") during the Second Interim Fee Period because certain time entries (a) were vague because they either referred to "working group" or "Curtis team" or did not identify conflict parties (representing billable time in the amount of \$36,399.50) or (b) involved review and revision of billing records (representing billable time in the amount of \$2,716.00). The objectionable time entries submitted by Curtis were listed and marked by the US Trustee in Exhibit C to the Omnibus Objection. Following discussions with the US Trustee and in response to the Omnibus Objection, Curtis agrees to write-off \$2,716.00 for time spent on review of billing monthly billing statements and submits its original and corrected time on the chart immediately below.

**Curtis, Mallet-Prevost, Colt & Mosle LLP  
Corrections to Exhibit C to Omnibus Objection: Non-Compliant "Vague" Time Entries**

Date of Service	Timekeeper	Billing Rate	Original Time Entry	Amended Time Entry	Examiner Entries
<b>September 2012 - 062108-000100</b>					
09/20/12	JZ	\$345	Correspond with working group regarding calendar entries for upcoming deadlines (.10)	Correspond with <b>A. Dreiman</b> regarding <b>revisions</b> to calendar entries for <b>upcoming omnibus court hearings and status conference regarding RMBS settlement and</b> upcoming deadlines <b>for which Curtis may need to respond</b> (.10)	
<b>September 2012 - 062108-000700</b>					
09/06/12	JZ	\$345	Confer with working group regarding issues related to July and August Fee Statement as well as First Interim Fee Application (.20)	Confer with <b>M. Gallagher</b> regarding <b>comments</b> to preparation of July and August Fee Statement as well as First Interim Fee Application, <b>including comments to charts and descriptive narratives in cover letter to fee statements, all in accordance with U.S. Trustee guidelines</b> (.20)	
09/07/12	JZ	\$345	Correspond with working group	Correspond with <b>A. Dreiman</b> regarding issues related to	

Prepared by Curtis, Mallet-Prevost, Colt & Mosle LLP  
April 8, 2013

Date of Service	Timekeeper	Billing Rate	Original Time Entry	Amended Time Entry	Examiner Entries
			regarding issues related to finalizing July Monthly Fee Statement (.10)	finalizing July Monthly Fee Statement, <b>specifically issues related to revision of charts and descriptive narratives in cover letter for July Monthly Fee Statement (.10)</b>	
09/11/12	JZ	\$345	Confer and correspond with working group regarding finalizing July Monthly Fee Statement (.30)	Confer and correspond with <b>A. Dreiman</b> regarding finalizing July Monthly Fee Statement <b>to conform with U.S. Trustee guidelines, including providing comments to charts and descriptive narratives in cover letter for same (.30)</b>	
09/12/12	JZ	\$345	Correspond with working group regarding comments to July Monthly Fee Statement (.10)	Correspond with <b>A. Dreiman</b> regarding comments to <b>charts and descriptive narratives contained in cover letter for July Monthly Fee Statement (.10)</b>	
09/12/12	JZ	\$345	Confer and correspond with working group regarding issues related to finalizing July Monthly Fee Statement (.40)	Confer and correspond with <b>A. Dreiman and M. Gallagher</b> regarding <b>revisions to charts and descriptive narratives contained in cover letter of July Monthly Fee Statement for purposes of finalizing July Monthly Fee Statement (.40)</b>	
09/14/12	JZ	\$345	Correspond with E. Richards regarding July Monthly Fee Statement (.20)	Correspond with E. Richards <b>of MoFo</b> regarding <b>comments to July Monthly Fee Statement and questions regarding proper service of July Monthly Fee Statement (.20)</b>	
09/14/12	JZ	\$345	Correspond with working group regarding issues related to service of July Monthly Fee Statement (.20)	Correspond with <b>A. Dreiman and M. Gallagher</b> regarding issues related to <b>proper service parties for July Monthly Fee Statement (.20)</b>	
09/17/12	JZ	\$345	Confer with working group regarding preparation of August Monthly Fee Statement (.10)	Confer with <b>A. Dreiman</b> regarding preparation of August Monthly Fee Statement <b>in accordance with U.S. Trustee guidelines, including providing comments regarding charts and descriptive narratives contained in the cover letter to same (.10)</b>	
09/19/12	JZ	\$345	Confer with working group regarding issues related to preparation of August Monthly Fee Statement (.10)	Confer with <b>A. Dreiman</b> regarding issues related to preparation of August Monthly Fee Statement <b>in accordance with U.S. Trustee guidelines, including providing comments to charts and descriptive narratives in the cover letter to same (.10)</b>	
09/20/12	JZ	\$345	Confer with working group regarding preparation of August Monthly Fee Statement (.20)	Confer with <b>A. Dreiman and M. Gallagher</b> regarding preparation of August Monthly Fee Statement <b>in accordance with U.S. Trustee guidelines, specifically provide comments to charts and descriptive narratives provided in cover letter to same (.20)</b>	
09/21/12	JZ	\$345	Confer and correspond with working group regarding issues related to preparation of August Monthly Fee Statement (.10)	Confer and correspond with <b>A. Dreiman</b> regarding issues related to preparation of August Monthly Fee Statement <b>in accordance with U.S. Trustee guidelines, including provide comments to charts contained in cover letter to August Monthly Fee Statement (.10)</b>	

Date of Service	Timekeeper	Billing Rate	Original Time Entry	Amended Time Entry	Examiner Entries
09/25/12	JZ	\$345	Confer with working group regarding issues related to August Monthly Fee Statement (.10)	Confer with <b>M. Gallagher and S. Reisman</b> regarding <b>comments to August Monthly Fee Statement, specifically comments related to charts and descriptive narratives contained in cover letter to August Fee Statement</b> (.10)	
09/26/12	AD	\$230	Prepare and revise the Monthly Fee Statement Charts for August 1, 2012 through and including August 31, 2012 and follow up with working group regarding same (1.00)	Prepare and revise the Monthly Fee Statement Charts for August 1, 2012 through and including August 31, 2012 and follow up with <b>J. Zimmer</b> regarding <b>comments to charts and descriptive narratives contained in cover letter to same and to ensure compliance with U.S. Trustee guidelines and Interim Fee Order</b> (1.00)	
09/26/12	JZ	\$345	Follow up with working group regarding issues related to preparation of August Monthly Fee Statement (.10)	Follow up with <b>A. Dreiman</b> regarding <b>comments to preparation of August Monthly Fee Statement, including comments to charts and descriptive narratives contained in cover letter to August Monthly Fee Statement and to ensure compliance with U.S. Trustee Guidelines and Interim Fee Order</b> (.10)	
<b>October 2012 - 062108-000210</b>					
10/04/12	MG8	\$625	Confer with working group regarding executory contract research and attend to related follow up for conflicts purposes (.50)	Confer with <b>T. Foudy and S. Reisman</b> regarding executory contract research <b>related to issues raised in objections to sale motion by CitiMortgage and related follow up with H. Hiznay and P. Buenger</b> regarding same (.50)	
10/04/12	MG8	\$625	Confer with working group regarding research on executory contract issue relating to Sale Motion and related follow-up (.40)	Confer with <b>H. Hiznay and T. Foudy</b> regarding research on executory contract issue relating to <b>certain indemnification rights raised by CitiMortgage in connection with objections to sale motion</b> and related follow-up (.40)	
10/05/12	MG8	\$625	Correspond with Curtis team regarding scope and direction of research on executory contract issues in connection with, inter alia, CitiMortgage objection (.60)	<b>Attend to numerous communications with S. Reisman, H. Hiznay, D. Mize, and P. Buenger</b> regarding scope and direction of research on executory contract issues in connection with, inter alia, CitiMortgage objection <b>to Debtors' sale motion and assumption of CitiMortgage servicing agreements</b> (.60)	
10/07/12	MG8	\$625	Correspond with Curtis team in connection with research under sections 363 and 365 of the Bankruptcy Code in connection with the Sale motion and certain objections made by conflict parties (.70)	<b>Attend to numerous communications with D. Mize, H Hiznay, and T. Foudy</b> in guiding and supervising research of orders and precedent in several mortgage and large bankruptcy cases under sections 363 and 365 of the Bankruptcy Code in connection the Sale motion and certain objections made by <b>CitiMortgage</b> (.70)	
10/08/12	MG8	\$625	Meet with working group to discuss research results and additional research	Meet with <b>T. Foudy, H. Hiznay and D. Mize</b> to discuss <b>status of research re: severing contractual obligations in connection with</b>	

Date of Service	Timekeeper	Billing Rate	Original Time Entry	Amended Time Entry	Examiner Entries
			needed for various aspects of Sale Motion (.70)	a 363 sale or 365 assumption rejection for purposes of addressing certain objections made by conflict parties, including CitiMortgage (.40)	
10/08/12	MG8	\$625	Participate in conference call with Curtis team and J. Marines of Morrison & Foerster regarding research and related issues for Debtors' Reply to RMBS pre-auction objections for conflicts purposes (.40)	Participate in conference call with T. Foudy and J. Marino of Morrison & Foerster regarding status of research on issues relating to severing and indemnification and related issues for Debtors' Reply to RMBS pre-auction objections in connection with objections of CitiMortgage (.40)	
10/11/12	MG8	\$625	Confer with working group regarding research on executory contract issues (.20)	Confer with T. Foudy regarding status of and remaining open issues to research in connection with addressing CitiMortgage's pre-auction objection to assumption and assignment of executory contracts, including servicing agreements and related contracts (.20)	
10/11/12	EC	\$290	Attend meeting with working group regarding research on indemnification obligation for successors in interest in assigned contracts under section 365 (.20)	Attend meeting with D. Mize and T. Foudy regarding research on indemnification obligation for successors in interest in assigned contracts under section 365 relating to objections of CitiMortgage and other conflict parties to proposed sale to Nationstar and drafting of possible response to objections to same (.20)	
10/11/12	PJB2	\$425	Meet with working group to discuss next steps and further research re: various objections to Debtors' proposed sale order and proposals to assume/assign executory contracts for conflicts purposes (.80)	Meet with M. Gallagher, E. Combs, J. Mize, and H. Hiznay to discuss next steps and further research re: preparing and drafting potential responses to various objections, including CitiMortgage's objection, to Debtors' proposed sale order and proposals to assume/assign executory contracts for conflicts purposes (.80)	
10/11/12	PJB2	\$425	Collaborate with working group on compiling case law re: objection by CitiMortgage to Debtors' proposals to assume and assign executory contracts and assign cure amounts related thereto (.30)	Collaborate with M. Gallagher and H. Hiznay on compiling case law re: in connection with drafting response to objection by CitiMortgage to Debtors' proposals to assume and assign executory contracts and assign cure amounts related thereto (.30)	
10/11/12	PJB2	\$425	Confer with working group re: research of prior bankruptcy section 363 sales involving assumption and assignment of underlying contracts under section 365 and the treatment of indemnification clauses within the executory contracts	Confer with M. Gallagher re: research of prior bankruptcy section 363 sales involving assumption and assignment of underlying contracts under section 365 and the treatment of indemnification clauses within the executory contracts and cure amounts arising from same in connection with preparing and drafting potential responses to CitiMortgage's objection (.20)	

Date of Service	Timekeeper	Billing Rate	Original Time Entry	Amended Time Entry	Examiner Entries
			and cure amounts arising from same (.20)		
10/11/12	JDM	\$425	Attend meeting with working group regarding whether indemnity liability may be distinguished based on actions before the sale and after the sale and follow up regarding same for conflicts purposes (.80)	Attend meeting with <b>T. Foudy, H. Hiznay, and M. Gallagher</b> regarding whether indemnity liability may be distinguished based on actions before the sale and after the sale and follow up regarding same <b>in connection with issues raised by CitiMortgage and other conflict parties</b> (.80)	
10/11/12	HH	\$345	Meet with working group re: ongoing research project re: review of dockets for precedent relating to sale of mortgage servicing agreements (.80)	Meet with <b>D. Mize, M. Gallagher, and P. Buenger</b> re: ongoing research project re: review of dockets for precedent relating to sale of mortgage servicing agreements <b>for purposes related to drafting of responses to sale objection of CitiMortgage</b> (.80)	
10/12/12	MG8	\$625	Meet with Curtis team to review progress of research on executory contract issues, next steps and coordination with Morrison & Foerster (.50)	Meet with <b>T. Foudy, H. Hiznay and P. Buenger</b> regarding progress of research <b>relating to precedent for sale of mortgage servicing agreements in connection with objections to Debtors' proposed sale of servicing platform raised by certain conflict parties, including CitiMortgage</b> (.50)	
10/12/12	EC	\$290	Meet with working group to discuss research relating to indemnity obligation under an assumed contract (.50)	Meet with <b>M. Gallagher, and T. Foudy</b> to discuss research relating to transfer of indemnity obligation under <b>contract assumed under section 365 for proposed sale of servicing platform to Nationstar, and need for drafting of possible response to CitiMortgage objection to same</b> (.50)	
10/12/12	PJB2	\$425	Correspond with working group re: research on pre- and post-closing obligations under executory contracts being assumed and assigned within a 363 sale by purchaser or debtor (.30)	Correspond with <b>H. Hiznay and M. Gallagher</b> re: research on pre- and post-closing obligations under executory contracts being assumed and assigned within a 363 sale by purchaser or debtor <b>in connection with preparing and drafting potential responses to various objections to Debtors' proposed sale order and proposals to assume/assign executory contracts</b> (.30)	
10/12/12	PJB2	\$425	Meet with working group to discuss research re: assumption and assignment of only post-closing obligations under executory contract within context of a 363 bankruptcy sale for conflicts purposes (.50)	Meet with <b>H. Hiznay and M. Gallagher</b> to discuss research re: assumption and assignment of only post-closing obligations under executory contract within context of a 363 bankruptcy sale for conflicts purposes <b>in connection with preparing and drafting potential responses to various objections to Debtors' proposed sale order and proposals to assume/assign executory contracts, including CitiMortgage's objection</b> (.50)	
10/12/12	PJB2	\$425	Confer with working group re: pre- and post-closing obligations under executory contracts being assumed and assigned	Confer with <b>H. Hiznay and M. Gallagher</b> re: pre- and post-closing obligations under executory contracts being assumed and assigned within a 363 sale by purchaser or debtor <b>in</b>	



Date of Service	Timekeeper	Billing Rate	Original Time Entry	Amended Time Entry	Examiner Entries
			within a 363 sale by purchaser or debtor (.50)	connection with preparing and drafting potential responses to various objections to Debtors' proposed sale order and proposals to assume/assign executory contracts (.50)	
10/12/12	HH	\$345	Attend to extensive internal correspondences throughout the day re: review of dockets and related research re: precedent for sale of mortgage servicing contracts, in connection with Residential Capital's proposed sale to Nationstar (.90)	Engage in extensive correspondence with P. Buenger and M. Gallagher throughout the day re: review of dockets and related research re: precedent for sale of mortgage servicing contracts, in connection with Residential Capital's proposed sale to Nationstar and drafting of potential responses to numerous objections to proposed sale, including drafting of response to CitiMortgage's objection to same (.90)	
10/12/12	HH	\$345	Meet with working group re: precedent for sale of mortgage servicing contracts, in connection with Residential Capital's proposed sale to Nationstar (.50)	Meet with P. Buenger, M. Gallagher and E. Combs re: precedent for sale of mortgage servicing contracts, in connection with Residential Capital's proposed sale to Nationstar, and need for possible response to CitiMortgage's objection to sale to Nationstar (.50)	
10/13/12	MG8	\$625	Correspond with Curtis team regarding research in bankruptcy case dockets for precedent regarding issues relating to assignment of contracts in sales of mortgage servicing businesses and related matters for conflicts purposes (.80)	Attend to numerous communications with P. Buenger, H. Hiznay and T. Foudy in connection with supervision and coordination of on-going research in bankruptcy case dockets of mortgage companies and other businesses that have securitized assets for precedent regarding issues relating to assignment of contracts in sales of mortgage servicing businesses and related matters in connection with addressing objections raised by certain conflict parties, including CitiMortgage, to Debtors' proposed sale of servicing business (.80)	
10/13/12	PJB2	\$425	Correspond with working group re: further research and review various bankruptcy dockets and underlying pleadings where debtor assumed and assigned executory contracts and purchaser only assumes post-closing obligations arising under same (.40)	Multiple correspondence with M. Gallagher and H. Hiznay re: further research and review various bankruptcy dockets and underlying pleadings where debtor assumed and assigned executory contracts and purchaser only assumes post-closing obligations arising under same in connection with Debtors' proposed sale order to Nationstar and proposals to assume/assign executory contracts (.40)	
10/14/12	PJB2	\$425	Correspond with working group re: further research into bankruptcy cases in which debtor assumed and assigned executory contracts and assignee did not assume pre-closing obligations or liabilities (.30)	Correspond with M. Gallagher and H. Hiznay re: further research into bankruptcy cases in which debtor assumed and assigned executory contracts and assignee did not assume pre-closing obligations or liabilities in connection with addressing objections raised by certain conflict parties, including CitiMortgage's objection, to Debtors' proposed sale of servicing business (.30)	

Date of Service	Timekeeper	Billing Rate	Original Time Entry	Amended Time Entry	Examiner Entries
10/14/12	PJB2	\$425	Follow-up with working group re: research into bankruptcy cases in which debtor assumed and assigned executory contracts and assignee did not assume pre-closing obligations or liabilities and review underlying pleadings, motions, orders and hearing transcripts of same, including additional review of pleadings reflecting issues raised in Residential Capital matter for conflicts purposes (.80)	Follow-up with <b>M. Gallagher and H. Hiznay</b> re: research into bankruptcy cases in which debtor assumed and assigned executory contracts and assignee did not assume pre-closing obligations or liabilities and review underlying pleadings, motions, orders and hearing transcripts of same, including additional review of pleadings reflecting issues raised in Residential Capital matter for conflicts purposes, <b>regarding responding to CitiMortgage's objection to Debtor's sale</b> (.80)	
10/15/12	PJB2	\$425	Meet with working group to discuss update on research into bankruptcy cases in which debtor assumed and assigned executory contracts and assignee did not assume pre-closing obligations or liabilities and review underlying pleadings, motions, orders and hearing transcripts of same (.20)	Meet with <b>M. Gallagher, H. Hiznay and E. Combs</b> to discuss update on research into bankruptcy cases in which debtor assumed and assigned executory contracts and assignee did not assume pre-closing obligations or liabilities and review underlying pleadings, motions, orders and hearing transcripts of same <b>in connection with addressing objections raised by certain conflict parties, including CitiMortgage, to Debtors' proposed sale of servicing business</b> (.20)	
10/17/12	PJB2	\$425	Meet with working group to discuss next steps in ongoing research re: assumption and assignment of executory contracts and preparation for upcoming hearing on pre-auction objections (.30)	Meet with <b>M. Gallagher and H. Hiznay</b> to discuss next steps in ongoing research re: assumption and assignment of executory contracts and preparation for upcoming hearing <b>in connection with addressing pre-auction objections raised by certain conflict parties, including CitiMortgage</b> (.30)	
10/18/12	PJB2	\$425	Correspond and confer with working group re: stipulation and order to be filed in Debtors v. Allstate et al. adversary proceeding and review docket re: same for conflicts purposes (.40)	Multiple correspondence and confer with <b>M. Gallagher</b> re: <b>drafting of stipulation and related order to be filed in Debtors v. Allstate et al. adversary proceeding and review docket re: same for conflicts purposes to obtain necessary information for drafting of same with respect to FHLB and John Hancock conflict parties</b> (.40)	
10/22/12	PJB2	\$425	Meet with working group to discuss preparation for upcoming auction of substantially all of Debtors' assets and additional potential bidders for conflicts purposes (.20)	Meet with <b>M. Gallagher and S. Reisman</b> to discuss preparation for upcoming auction of substantially all of Debtors' assets and additional potential bidders <b>in connection with objections raised by conflicts parties, including CitiMortgage, to same</b> (.20)	
10/23/12	MG8	\$625	Update Curtis team on status of auctions for potential conflicts purposes (.30)	<b>Draft correspondence to T. Foudy, S. Reisman, updating on status of Debtors' auctions of their servicing assets, the sale of which is subject to objections of conflict parties, including</b>	



Date of Service	Timekeeper	Billing Rate	Original Time Entry	Amended Time Entry	Examiner Entries
				CitiMortgage, and to determine if change in bidders with respect to potential conflicts (.30)	
<b>October 2012 - 062108-000400</b>					
10/08/12	TF1	\$730	Confer with working group regarding research in regards to objections to assumption/assignments and cure amounts (2.30)	Confer with M. Gallagher, H. Hiznay and P. Buenger regarding research in regards to objections to assumption/assignments and cure amounts, for purposes related to drafting of response to objection to sale of Debtors' assets (2.30)	
10/11/12	TF1	\$730	Confer with working group to discuss research needed in connection with same (.80)	Confer with M. Gallagher, H. Hiznay and P. Buenger to discuss research needed in connection with [REDACTED] by CitiMortgage (.80)	
10/15/12	TF1	\$730	Confer with working group on results of research (.30)	Confer with M. Gallagher, H. Hiznay and P. Buenger on results of research on whether [REDACTED] by CitiMortgage (.30)	
10/16/12	TF1	\$730	Confer with working group re: legal research in connection with assumption/assignment of indemnification obligations (.20)	Confer with M. Gallagher, H. Hiznay and P. Buenger re: legal research in connection with assumption/assignment of indemnification obligations to respond to objections by PNC and CitiMortgage (.20)	
<b>October 2012 - 062108-000700</b>					
10/03/12	JZ	\$345	Confer and correspond with working group regarding preparation of August Fee Statement (.10)	Confer and correspond with A. Dreiman regarding preparation of August Fee Statement in accordance with U.S. Trustee guidelines, including comments to charts and descriptive narratives contained in cover letter of August Fee Statement (.10)	
10/05/12	JZ	\$345	Confer with working group regarding issues related to preparation of August Fee Statement (.10)	Confer with A. Dreiman regarding issues related to preparation of August Fee Statement, including providing comments to charts and descriptive narrative provided in cover letter to August Fee Statement (.10)	
10/08/12	JZ	\$345	Confer and correspond with working group regarding issues related to preparation of August Fee Statement and First Interim Fee Application (.20)	Confer and correspond with A. Dreiman and M. Gallagher regarding issues related to preparation of August Fee Statement and First Interim Fee Application, including providing comments to charts and descriptive narratives contained in both (.20)	
10/09/12	JZ	\$345	Confer and correspond with working group regarding preparation of August	Confer and correspond with A. Dreiman and M. Gallagher regarding comments to preparation of August Fee Statement and	

Date of Service	Timekeeper	Billing Rate	Original Time Entry	Amended Time Entry	Examiner Entries
			Fee Statement and First Interim Fee Application (.20)	First Interim Fee Application, <b>including commenting on charts and descriptive summary narratives contained in both</b> (.20)	
10/11/12	JZ	\$345	Confer and correspond with working group regarding preparation of August Fee Statement and First Interim Fee Application (.10)	Confer and correspond with <b>A. Dreiman</b> regarding <b>revisions to August Fee Statement and First Interim Fee Application, including providing comments to charts of both</b> (.10)	
10/16/12	JZ	\$345	Confer and correspond with working group regarding preparation of First Interim Fee Application (.30)	Confer and correspond with <b>S. Reisman, A. Dreiman and M. Gallagher</b> regarding <b>extensive comments to First Interim Fee Application, including revisions to charts and summary descriptive narratives</b> (.30)	
10/19/12	JZ	\$345	Confer and correspond with working group regarding issues related to finalizing First Interim Fee Application (.40)	Confer and correspond with <b>S. Reisman, M. Gallagher and A. Dreiman</b> regarding issues related to finalizing First Interim Fee Application, <b>including receiving comments to charts and descriptive narratives of same and final sign off in anticipation of filling of same</b> (.40)	
10/25/12	PJB2	\$425	Confer with working group re: drafting amended disclosure statement of Steven Reisman re: additional disclosures to be made in connection with Curtis' retention application (.10)	Confer with <b>M. Gallagher and J. Weber</b> re: drafting amended disclosure statement of Steven Reisman re: additional disclosures to be made in connection with Curtis' retention application, <b>to reflect receipt of additional conflicts parties and recent developments in bankruptcy case</b> (.10)	
10/25/12	PJB2	\$425	Follow-up with working group re: same (.10)	Follow-up with <b>M. Gallagher and J. Weber</b> re: <b>amended disclosure statement to Curtis' Retention Application</b> (.10)	
10/26/12	JZ	\$345	Confer and correspond with working group regarding preparation of September Fee Statement and issues related to same (.30)	Confer and correspond with <b>A. Dreiman and M. Gallagher</b> regarding preparation of September Fee Statement and issues related to same <b>to ensure that required cover sheet and charts comply with U.S. Trustee Guidelines and interim fee order</b> (.30)	
<b>November 2012 - 062108-000400</b>					
11/10/12	TF1	\$730	Participate in conference call with working group re: analysis of objection reply in terms of addressing issues raised by conflicts parties (.40)	Participate in conference call with <b>G. Lee, A. Barrage, T. Goren, and J. Marines</b> re: analysis of objection reply in terms of addressing issues raised by conflicts parties: <b>PNC, CitiGroup and JPMorgan</b> (.40)	
11/12/12	MG8	\$625	Confer with working group regarding preparation of materials for hearing on Debtors' Sale Motion (.20)	Confer with <b>B. Kotliar</b> in order to provide instructions for preparation of materials for hearing on Debtors' sale motion <b>at which Curtis will act as conflict counsel to the Debtors in connection with several conflict parties,, including JPMorgan, CitiMortgage, and PNC, who objected to the Debtors' sale motion and the assumption and assignment of their agreements</b>	

Date of Service	Timekeeper	Billing Rate	Original Time Entry	Amended Time Entry	Examiner Entries
				(.20)	
11/14/12	TF1	\$730	Meet with working group to discuss JPM's contracts at issue in JPM's objection to assumption and assignment (.40)	Meet with <b>M. Gallagher, S. Pollack and B. Kotliar</b> to discuss JPM's contracts at issue in JPM's objection to assumption and assignment (.40)	
11/15/12	TF1	\$730	Confer with working group regarding status of resolving objections with conflicts parties and preparation for sale hearing (.50)	Confer with <b>M. Gallagher and client, A. Barrage, M. Crespo, M. Beck and J. Marines</b> regarding status of resolving objections with conflicts parties, <b>PNC, CitiGroup and JPMorgan, to assumption and assignment</b> and preparation for sale hearing (.50)	
11/15/12	TF1	\$730	Meet with working group re: preparation of hearing binders (.30)	Meet with <b>M. Gallagher and B. Kotliar</b> re: preparation of <b>sale hearing binders for upcoming sale hearing</b> (.30)	
11/17/12	TF1	\$730	Participate in conference call with Morrison & Foerster and other professionals re: "open issues" in advance of Sale Hearing and resolution of objections, including those by conflicts parties (.70)	Participate in conference call with <b>Morrison &amp; Foerster's A. Barrage, G. Lee, T. Goren, M. Beck, M. Crespo and J. Marines and financial advisors</b> re: "open issues" in advance of Sale Hearing and resolution of objections, including those by conflicts parties, <b>PNC, CitiGroup and JPMorgan</b> (.70)	
11/18/12	TF1	\$730	Participate in multiple conference calls re: resolving objections to sale and assignment/assumption and other open issues with respect to sale hearing (1.70)	Participate in multiple conference calls with <b>Morrison &amp; Foerster's A. Barrage, T. Goren, M. Crespo, M. Beck and G. Lee</b> re: resolving objections to sale and assignment/assumption by <b>PNC, CitiGroup and JPMorgan</b> and other open issues with respect to sale hearing (1.70)	
11/19/12	SJR	\$830	Attend to matters regarding efforts to resolve Objections of conflict parties in connection with sale Hearing, review e-mails and follow up regarding same (2.30)	Attend to matters regarding efforts to resolve <b>numerous</b> objections of conflict parties, <b>JPMorgan, PNC, and CitiGroup</b> , in connection with <b>upcoming</b> sale hearing <b>including review of research compiled in connection with possible responses to objections</b> , review <b>correspondences from T. Foudy regarding same</b> and follow up <b>with T. Foudy</b> regarding same (2.30)	
11/19/12	TF1	\$730	Attend Sale Motion Hearing and attend to negotiation of resolution of objections and sale order language during breaks (8.10)	Attend Sale Motion Hearing <b>of conflict parties, PNC and CitiGroup</b> , and attend to negotiation of resolution of objections and sale order language during breaks (8.10)	
11/20/12	SJR	\$830	Attend to matters regarding resolving conflict party Objections in connection with Residential Capital sales (1.10)	Attend to matters regarding resolving Objections of <b>JPMorgan, PNC, and CitiGroup</b> in connection with Residential Capital sales, <b>including review of correspondence from T. Foudy providing updates regarding status of sales hearing and potential resolution of numerous parties objections to sale</b> (1.10)	

Date of Service	Timekeeper	Billing Rate	Original Time Entry	Amended Time Entry	Examiner Entries
11/27/12	TF1	\$730	Organize storage of emails/documents regarding Sale Hearing and objections for possible future use especially in regards to resolving cure objections of conflict parties (.30)	Organize storage of emails/documents regarding Sale Hearing and objections for possible future use especially in regards to resolving cure objections of conflict parties <b>PNC and CitiGroup</b> (.30)	
11/28/12	SJR	\$830	Review Residential Capital's Examiner draft response with respect to third-party releases and objections raised by conflict party in Examiner submission (.70)	Review <b>and provide comments to</b> Residential Capital's Examiner draft response with respect to third-party releases and objections raised by <b>Federal Home Loan Bank conflict parties</b> in Examiner submission (.70)	<u>(X)</u>
11/28/12	SJR	\$830	Review materials regarding responding to issues raised in connection with Ally receiving a third-party release and the related objections by conflict party in Examiner submission (1.70)	Review materials <b>and research</b> regarding responding to issues raised in connection with Ally receiving a third-party release and the related objections by <b>Federal Home Loan Bank conflict parties</b> in Examiner submission (1.70)	<u>(X)</u>
11/28/12	TF1	\$730	Confer with M. Gallagher and A. Barrage re: conflicts' assignment concerning submissions to Examiner (.80)	Confer with M. Gallagher and A. Barrage re: conflicts' assignment concerning <b>assisting with responses to</b> submissions to Examiner <b>by FHLB conflict parties</b> (.80)	<u>(X)</u>
11/28/12	MG8	\$625	Confer with T. Foudy regarding research in connection with response to Examiner related to submissions of conflict parties (.80)	<b>Meet</b> with T. Foudy regarding <b>issues raised by FHLB parties' submissions to Examiner that Curtis is to research and draft in connection Debtors' responsive submission to Examiner</b> (.80)	<u>(X)</u>
11/29/12	TF1	\$730	Review Morrison & Foerster's draft submission to Examiner responding to arguments made by conflicts parties and others (1.20)	Review Morrison & Foerster's draft submission to Examiner responding to arguments <b>made by FHLB parties</b> (1.20)	<u>(X)</u>
11/29/12	TF1	\$730	Call A. Barrage regarding arguments made by conflicts parties and others in Examiner submissions (.50)	Call A. Barrage regarding arguments <b>made by FHLB parties</b> in Examiner submissions (.50)	<u>(X)</u>
11/29/12	TF1	\$730	Meet with K. Meehan to discuss results of research and drafting response to conflicts parties' submission to Examiner (.40)	Meet with K. Meehan to discuss results of research and drafting response <b>to FHLB parties'</b> submission to Examiner (.40)	<u>(X)</u>
11/29/12	TF1	\$730	Attend to matters concerning organization and staffing with respect to drafting response to conflicts parties' submission to Examiner (.40)	Attend to matters concerning organization and staffing with respect to drafting response <b>to FHLB parties'</b> submission to Examiner (.40)	<u>(X)</u>
11/29/12	BMK	\$305	Confer with Curtis team re: research	Confer with <b>T. Foudy, M. Gallagher, , K. Meehan, H. Hiznay,</b>	<u>(X)</u>

Date of Service	Timekeeper	Billing Rate	Original Time Entry	Amended Time Entry	Examiner Entries
			issues in connection with FHLB litigation and non-debtor releases as they relate to Examiner submission (.50)	and J. Weber re: research issues in connection with FHLB examiner submission re: [REDACTED] (.50)	
11/29/12	BMK	\$305	Correspond with Curtis team re: research on fraudulent transfer claims under applicable state law (.30)	Correspond with K. Meehan and J. Weber re: research re fraudulent transfer claims under applicable state law for reply submission to examiner responding to FHLB and other parties with overlapping claims (.30)	(X)
11/29/12	BMK	\$305	Correspond with Curtis team re: research findings regarding bankruptcy claims (.40)	Correspond with K. Meehan re: research findings re: [REDACTED] by conflict party FHLB and parties with overlapping claims in examiner submissions [REDACTED] (.40)	(X)
11/29/12	BMK	\$305	Correspond with Curtis team re: additional research findings regarding bankruptcy claims (.30)	Further correspondence with K. Meehan and J. Weber re: additional research issues re: [REDACTED] (.30)	(X)
11/29/12	JTW	\$305	Attend meeting with working group re: Debtors' Omnibus Response to Submission to Examiner (.60)	Attend meeting with T. Foudy, M. Gallagher, K. Meehan, H. Hiznay & B. Kotliar to establish research tasks re: Debtors' Omnibus Response to the Submission to the Examiner (.60)	
11/29/12	GES	\$520	Confer with working group re: enjoining non-debtor claims (.40)	Confer with T. Foudy, M. Gallagher, and K. Meehan re: enjoining non-debtor claims as "estate" claims in preparing response to claims asserted by FHLB in its submission to the examiner (.40)	(X)
11/29/12	KAM	\$375	Confer with working group regarding FHLB response to Examiner (.30)	Confer with T. Foudy, M. Gallagher, G. Spencer, J. Weber and B. Kotliar regarding FHLB response to Examiner and research relating to whether [REDACTED] (.30)	(X)
11/29/12	KAM	\$375	Confer with working group regarding response to FHLB submission to Examiner (.20)	Confer with G. Spencer regarding response to FHLB submission to Examiner and research concerning [REDACTED] (.20)	(X)
11/30/12	MG8	\$625	Review revised draft of omnibus response to Examiner provided by Morrison & Foerster and coordinate comments with Curtis team (.80)	Review revised draft of omnibus response to Examiner provided by Morrison & Foerster and coordinate comments with T. Foudy, K. Meehan, and J. Weber, [REDACTED] FHLB parties (.80)	(X)

Date of Service	Timekeeper	Billing Rate	Original Time Entry	Amended Time Entry	Examiner Entries
11/30/12	MG8	\$625	Review caselaw cited in RMBS investors' submission to Examiner and subsequent history and correspond with Curtis team regarding same in connection with draft insert to response to Examiner (.60)	Review caselaw cited in RMBS investors' submission to Examiner and subsequent history and correspond with <b>K. Meehan and T. Foudy</b> regarding same in connection with <b>preparation of draft insert to response to Examiner on issues similar to those raised by FHLB conflict parties</b> (.60)	<u>(X)</u>
11/30/12	MG8	\$625	Review RMBS investors' submission to Examiner per request of A. Klein to assist with certain claims asserted that are similar to those of FHLB Parties and follow-up with Curtis team regarding same (.60)	Review RMBS investors' submission to Examiner per request of A. Klein <b>of Morrison &amp; Foerster</b> to assist with certain claims asserted that are similar to those <b>alleged by FHLB Parties</b> and follow-up with <b>T. Foudy and K. Meehan</b> regarding same (.60)	<u>(X)</u>
<b>November 2012 - 062108-000410</b>					
11/07/12	TPS	\$830	Review CMH related issues and follow up with working group (.30)	Review <b>documents related to CMH dispute with Cerberus involving withheld payments by CMH</b> and follow up with <b>M. Gallagher and J. Zimmer re: same</b> (.30)	
11/07/12	MG8	\$625	Participate in telephone conference with N. Rosenbaum to discuss status of CMH Holding situation and next steps and follow-up with Curtis team re: same (.60)	Participate in telephone conference with N. Rosenbaum to discuss status of CMH Holding <b>dispute with Cerberus over withheld payments and next steps and follow-up with T. Smith and J. Zimmer re: preparation of materials for ResCap and possible submission to Examiner regarding the same</b> (.60)	
11/08/12	MG8	\$625	Review and revise draft memo summarizing CMH Holdings' situation and follow-up with Curtis team regarding same in connection with Curtis' role as conflicts counsel to the Debtors (1.30)	Review and revise draft memo summarizing CMH Holdings' <b>background and the nature of the dispute with Cerberus and follow-up with T. Smith and J. Zimmer</b> regarding same in connection with Curtis' role as conflicts counsel to the Debtors <b>in connection with the CMH Holdings dispute and a potential submission to the Examiner</b> (1.30)	
11/08/12	JZ	\$345	Confer and correspond with working group regarding memorandum providing details regarding CMH transaction (.40)	Confer and correspond with <b>M. Gallagher</b> regarding <b>revisions to memorandum providing details regarding CMH transaction with Cerberus and related payment dispute, including providing timeline of transaction and bankruptcy issues presented by payment dispute</b> (.40)	
11/09/12	TPS	\$830	Follow up with working group on other open conflicts matters with respect to CMH Holdings (.10)	Follow up with <b>M. Gallagher and J. Zimmer</b> regarding CMH Holdings <b>dispute with Cerberus issue, including preparation of summary of CMH transaction in anticipation of possible submission to Examiner</b> (.10)	
11/09/12	TPS	\$830	Confer with working group re: summary	Confer with <b>M. Gallagher and J. Zimmer</b> regarding <b>drafting of</b>	



Date of Service	Timekeeper	Billing Rate	Original Time Entry	Amended Time Entry	Examiner Entries
			of CMH dispute (.20)	summary of CMH dispute and preparation of letter to Examiner summarizing numerous issues regarding CMH payment dispute (.20)	
11/09/12	JZ	\$345	Confer and correspond with working group regarding comments to CMH summary (.10)	Confer and correspond with M. Gallagher and T. Smith regarding comments to CMH transaction summary in anticipation with inclusion of same in possible submission to Examiner (.10)	
11/11/12	JZ	\$345	Correspond with working group regarding revisions to letter regarding CMH (.30)	Correspond with M. Gallagher and T. Smith regarding revisions to letter to Examiner regarding CMH transaction summary and issues related to payment dispute with Cerberus (.30)	
11/12/12	PJB2	\$425	Confer with working group re: draft correspondence concerning CMH (.20)	Confer with M. Gallagher and J. Zimmer re: draft correspondence concerning CMH transaction summary to be submitted to Examiner (.20)	
11/12/12	JZ	\$345	Confer and correspond with working group regarding issues related to preparation of letter regarding CMH (.20)	Confer and correspond with M. Gallagher and P. Buenger regarding issues related to preparation of letter to the Examiner regarding CMH transaction summary and summary of CMH dispute (.20)	
11/12/12	JZ	\$345	Confer and correspond with working group regarding revisions to letter regarding CMH Holdings (.30)	Confer and correspond with M. Gallagher and P. Buenger regarding revisions to letter to the Examiner regarding CMH Holdings transaction summary and summary of CMH dispute (.30)	
11/15/12	MG8	\$625	Attend to follow-up with A. Klein of Morrison & Foerster in connection with CMH's situation and follow-up with Curtis team re: same (.30)	Attend to follow-up with A. Klein of Morrison & Foerster in connection with Debtors' dispute over withheld payments by Cerberus in connection with CMH Holdings and possible submission to Examiner regarding the same and follow-up with T. Smith, J. Zimmer and P. Buener re: same (.30)	
<b>November 2012 - 062108-000700</b>					
11/05/12	PJB2	\$425	Confer with working group re: Supplemental Declaration of Steven J. Riesman re: Curtis' connections with professionals in the Chapter 11 cases and follow-up with S. Reisman re: same (.20)	Confer with M. Gallagher and S. Reisman re: drafting of Supplemental Declaration of Steven J. Riesman re: Curtis' additional disclosure of connections with professionals in the Chapter 11 cases, in connection with recent developments in case as well as receipt of additional conflicts parties and follow-up with S. Reisman re: same (.20)	
11/05/12	JZ	\$345	Confer and correspond with working group regarding preparation of September Fee Statement (.10)	Confer and correspond with M. Gallagher and A. Dreiman regarding comments to September Fee Statement, including providing comments to charts and summary descriptive narratives contained in cover letter to September Fee Statement	

Date of Service	Timekeeper	Billing Rate	Original Time Entry	Amended Time Entry	Examiner Entries
				(.10)	
11/08/12	JZ	\$345	Confer and correspond with working group regarding preparation of September Fee Statement (.20)	Confer and correspond with <b>A. Dreiman and M. Gallagher</b> regarding preparation of September Fee Statement <b>to ensure that charts and summary narratives contained in cover letter to September Fee Statement comply with U.S. Trustee Guidelines and fee order</b> (.20)	
11/09/12	MG8	\$625	Attend to matters relating to finalization and service of the supplemental affidavit of S. Reisman and follow-up with working group re: same (.20)	Attend to matters relating to finalization and service of the supplemental affidavit of S. Reisman <b>to update disclosure of additional potential conflicts parties in connection with Curtis' retention as Debtors' conflicts counsel and follow-up with J. Zimmer, P. Buenger and S. Reisman re: same</b> (.20)	
11/12/12	JZ	\$345	Confer and correspond with working group regarding preparation of October Fee Statement and issues related to same (.20)	Confer and correspond with <b>A. Dreiman</b> regarding preparation of October Fee Statement and issues related to same, <b>including commenting on charts and summary descriptive narratives contained in cover letter to October Fee Statement</b> (.20)	
11/26/12	JZ	\$345	Confer and correspond with working group regarding preparation of October Fee Statement (.20)	Confer and correspond with <b>A. Dreiman and M. Gallagher</b> regarding preparation of October Fee Statement, <b>including providing numerous comments to summary descriptive narratives and charts in the cover letter to the October Fee Statement</b> (.20)	
11/29/12	JZ	\$345	Confer and correspond with working group regarding preparation of October Fee Statement (.10)	Confer and correspond with <b>A. Dreiman</b> regarding preparation of October Fee Statement, <b>including commenting on charts in cover letter to October Fee Statement</b> (.10)	
11/30/12	JZ	\$345	Confer and correspond with working group regarding issues related to preparation of October Fee Statement (.20)	Confer and correspond with <b>A. Dreiman</b> regarding issues related to preparation of October Fee Statement, <b>including providing comments to charts and summary descriptive narratives contained in cover letter of October Fee Statement</b> (.20)	
<b>December 2012 - 062108-000400</b>					
12/03/12	BMK	\$305	Correspond with working group regarding research re: non-debtor releases in connection with Examiner submissions (.10)	Correspond with <b>T. Foudy, M. Gallagher, and K. Meehan</b> regarding <b>additional</b> research re: [REDACTED] in connection with Examiner submissions (.10)	<b>(X)</b>
12/03/12	BMK	\$305	Confer with working group re: researching non-debtor releases in plan confirmation context in connection with Examiner Submissions (.10)	Confer with <b>T. Foudy, M. Gallagher, and K. Meehan</b> re: researching non-debtor releases in plan confirmation context in connection with Examiner Submissions (.10)	<b>(X)</b>
12/04/12	MG8	\$625	Review and comment on insert to	Review and comment on insert to <b>Debtors'</b> Examiner	<b>(X)</b>



Date of Service	Timekeeper	Billing Rate	Original Time Entry	Amended Time Entry	Examiner Entries
			Examiner submission related to third party release issues for conflicts purposes and follow-up with the working group to coordinate comments re: same (1.20)	submission related to third party release issues and <b>related follow-up in response to submissions of FHLB parties and related omnibus response with K. Meehan, B. Kotliar, and T. Foudy to coordinate comments</b> (1.20)	
12/04/12	MG8	\$625	Review and comment on summary chart of research relating to third party releases and follow up with working group re: same (1.70)	Review and comment on <b>detailed</b> summary chart of research <b>conducted by Curtis</b> relating to third party releases <b>for use in response to submissions of FHLB parties and related omnibus response and numerous follow up communications with H. Hiznay and B. Kotliar regarding the same</b> (1.70)	<u>(X)</u>
12/04/12	BMK	\$305	Correspond with working group re: treatment of non-debtor releases in plans of reorganization in connection with Examiner Submissions (.60)	Correspond with <b>H. Hiznay and M. Gallagher</b> re: <b>court's</b> treatment of non-debtor releases in plans of reorganization in re: [REDACTED] (.60)	<u>(X)</u>
12/04/12	BMK	\$305	Confer with working group re: status of drafted response to Examiner from Morrison & Foerster and the project's next steps (.20)	Confer with <b>T. Foudy and M. Gallagher</b> re: status of drafted response to Examiner from Morrison & Foerster and the project's next steps <b>specifically regarding follow-up research to address open concerns re:</b> [REDACTED] (.20)	<u>(X)</u>
12/04/12	BMK	\$305	Confer with working group re: status of ongoing research re: non-debtor releases in the Second Circuit in connection with Examiner Submissions (.30)	<b>Correspondence with T. Foudy and H. Hiznay</b> re: status of ongoing research re: non-debtor releases [REDACTED] the Second Circuit in connection with <b>responding to conflict parties' examiner submissions</b> (.30)	<u>(X)</u>
12/04/12	GES	\$520	Correspond with working group regarding third-party releases in connection with Examiner Submissions (.20)	Correspond with <b>T. Foudy, M. Gallagher, and K. Meehan</b> regarding <b>draft FHLB response to Examiner</b> [REDACTED] (.20)	<u>(X)</u>
12/04/12	GES	\$520	Confer with working group regarding draft responses in opposition to FHLB submission to Examiner (.10)	Confer <b>further</b> with <b>T. Foudy, M. Gallagher, and K. Meehan</b> regarding draft FHLB response to Examiner re: [REDACTED] (.10)	<u>(X)</u>
12/10/12	TF1	\$730	Follow-up with working group on PNC Mortgage cure objection resolution and proofs of claims filed by conflict parties (.30)	Follow-up with <b>M. Gallagher and Morrison &amp; Foerster's M. Beck</b> on PNC Mortgage cure objection resolution and proofs of claims filed by <b>conflict parties PNC, CitiGroup and JPMorgan</b> (.30)	<u>(X)</u>
12/10/12	KAM	\$375	Confer with Curtis team regarding research assignments for response to SUN's/JSN's Examiner Submissions (.10)	Confer with <b>B. Kotliar, J. Weber and H. Hiznay</b> regarding response to SUN's/JSN's Examiner Submissions <b>and research</b> [REDACTED]	<u>(X)</u>

Date of Service	Timekeeper	Billing Rate	Original Time Entry	Amended Time Entry	Examiner Entries
				(.10)	
12/21/12	SJR	\$830	Follow up with Curtis team regarding matters related to mediation, status and next steps (.30)	Follow up with B. Kotliar, T. Foudy, and P. Buenger regarding matters related to Debtors' plan mediation in which Curtis is to be involved as Debtors' conflicts counsel, status and next steps (.30)	
12/27/12	BMK	\$305	Correspond with Curtis team re: order appointing a plan mediator (.20)	Retrieve and circulate to S. Reisman, T. Foudy, and M. Gallagher order appointing a plan mediator (.20)	
<b>December 2012 - 062108-000700</b>					
12/04/12	JZ	\$345	Confer and correspond with working group regarding preparation of October Monthly Fee Statement and November Monthly Fee Statement to conform with US Trustee guidelines (.10)	Confer and correspond with A. Dreiman regarding preparation of October Monthly Fee Statement and November Monthly Fee Statement to ensure that any cover memo and related charts conform with US Trustee guidelines and Interim Compensation Order (.10)	
12/07/12	MG8	\$625	Review summary of omnibus objection of United States Trustee to First Interim Fee Application and follow-up with working group regarding issues relating to the resolution of same (.50)	Review summary of omnibus objection of United States Trustee to First Interim Fee Applications, as it related to Curtis' interim fee application and follow-up with S. Reisman, J. Zimmer and B. Kotliar regarding potential strategy for the resolution of same (.50)	
12/10/12	JZ	\$345	Confer and correspond with working group regarding preparation of October and November Fee Statements (.10)	Confer and correspond with A. Dreiman regarding preparation of October and November Fee Statements, including providing comments to charts and summary descriptive narratives to be included in cover letter for same (.10)	
12/17/12	PJB2	\$425	Confer with Curtis team upcoming hearing on Curtis' First Interim Fee Application, preparation for same and current United States Trustee's objections to same (.30)	Confer with M. Gallagher, J. Zimmer and A. Dreiman re: preparation for upcoming hearing on Curtis' First Interim Fee Application, preparation of script for same and status of current United States Trustee's objections to Interim Fee Application (.30)	
12/17/12	JZ	\$345	Confer and correspond with working group regarding issues related to preparation of script for upcoming hearing regarding First Interim Fee Application (.20)	Confer and correspond with P. Buenger regarding issues related to preparation for upcoming interim fee application hearing and need for preparation of a script for same (.20)	
12/21/12	AD	\$230	Finalize and transmit the October 2012 Monthly Fee Statement and confer with working group throughout the day regarding same (.50)	Finalize and transmit the October 2012 Monthly Fee Statement and confer with J. Zimmer and M. Gallagher throughout the day regarding same to ensure compliance with service rules and U.S. Trustee guidelines and Interim Compensation Order (.50)	